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This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT No. 2047

LISTED MARCH 21st, 1960  
167,000 cumulative convertible non-callable  
preference shares without par value  
Ticker abbreviation "OXPR"  
Dial ticker No. 612  
Post section 6.2  
225,000 common shares without par value  
Ticker abbreviation "OXPR"  
Post section 11  
Industrial commissions shall apply

MAR 30 1960

TORONTO STOCK EXCHANGE

LISTING STATEMENT

THE OVERLAND EXPRESS LIMITED

The Overland Express Limited was incorporated as Schell Transport Limited under the laws of the Province of Ontario by Letters Patent dated March 24, 1945. On March 15, 1950 the name of the Company was changed to The Overland Express Limited.

60¢ CUMULATIVE CONVERTIBLE NON-CALLABLE PREFERENCE SHARES  
WITHOUT PAR VALUE

COMMON SHARES WITHOUT PAR VALUE  
(Transferable in Toronto, Montreal or Halifax)

CAPITAL SECURITIES AS AT MARCH 11, 1960

| CAPITAL STOCK  | AUTHORIZED | OUTSTANDING | TO BE LISTED |
|--|------------|-------------|--------------|
| 60¢ Cumulative Convertible Non-Callable Preference Shares without par value..... | 167,000    | 167,000     | 167,000      |
| Common Shares without par value.....   | 400,000    | 200,000     | 225,000 (1)  |

FUNDED OR LONG TERM DEBT

|  |          |             |     |
|--|----------|-------------|-----|
| 6% land mortgage payable \$1650. principal in equal quarterly instalments plus interest on March 15, June 15 and September 15 in the year 1960.....                        | \$50,000 | \$ 5,020.60 | Nil |
| 6% land mortgage whole amount of principal repayable on March 15, 1963, with interest payable monthly at 6% to March 15, 1960 and at 7¼% thereafter to March 15, 1963..... | 15,000   | 15,061.48   | Nil |
| 7¼% land mortgage payable \$609.31 principal and interest monthly on 15th of each month to February 15, 1980.....  | 100,000  | 78,124.97   | Nil |
| 7% land mortgage payable \$1,078. principal and interest monthly on 11th day of each month to March 11, 1978.....  | 140,000  | 133,307.57  | Nil |

NOTE (1) 25,000 Common Shares without par value have been reserved for issuance upon the exercise of stock options granted to an Officer and 6 employees of the Company.

March 11th, 1960

1. APPLICATION

THE OVERLAND EXPRESS LIMITED (hereinafter called "the Company") hereby makes application for the listing on the Toronto Stock Exchange of 167,000 60¢ Cumulative Convertible Non-Callable Preference Shares without par value and 225,000 Common Shares without par value of which the said 167,000 Preference Shares are issued and outstanding as fully paid and non-assessable and 200,000 Common Shares are issued and outstanding as fully paid and non-assessable, and 25,000 Common Shares are reserved for issuance upon the exercise of stock options granted to an Officer and six employees of the Company particulars of which are set out in paragraph (k) on page 10 of the Prospectus hereinafter mentioned.



2.

## REFERENCE TO ATTACHED PROSPECTUS

Reference is made to the attached Prospectus dated January 7, 1960 relating to the offering of 167,000 60¢ Cumulative Convertible Non-Callable Preference Shares without par value and 33,400 Common Shares without par value in units, each unit consisting of one 60¢ Cumulative Convertible Non-Callable Preference Share and one-fifth of a Common Share, which said Prospectus is incorporated in and made a part hereof.

3.

## INCORPORATION AND CAPITAL CHANGES

The Company was incorporated under the laws of the Province of Ontario by Letters Patent dated March 24, 1945 under the name of Schell Transport Limited with an authorized capital divided into 1500 Cumulative Redeemable Preference Shares with a par value of \$100. each and 50,000 Common Shares without any nominal or par value; provided that the Common Shares without nominal or par value were not to be issued for a consideration exceeding in amount or value the sum of \$50,000.

On March 15, 1950 the name of the Company was changed to The Overland Express Limited.

By Supplementary Letters Patent dated March 31, 1950, 500 of the said Cumulative Redeemable Preference Shares each heretofore redeemed, were cancelled and the authorized capital of the Company was increased by the creation of an additional 1000 Cumulative Redeemable Preference Shares ranking pari passu with the existing 1000 Cumulative Redeemable Preference Shares, and an additional 25,000 Common Shares without any nominal or par value ranking pari passu with the said existing 50,000 Common Shares without any nominal or par value, and the terms and conditions attaching to the said Cumulative Redeemable Preference Shares as provided in the said Letters Patent dated March 24, 1945 were deleted and new terms and conditions substituted therefor.

By Supplementary Letters Patent dated January 5, 1960 the 60,000 issued Common Shares without par value of the Company were reclassified and subdivided into 167,000 issued 60¢ Cumulative Convertible Non-Callable Preference Shares without par value and 200,000 issued Common Shares without par value ranking on a parity with the existing 15,000 unissued Common Shares of the Company without par value; the 550 unissued Cumulative Redeemable Preference Shares of the Company with a par value of \$100. each were reclassified and changed into 550 Common Shares without par value and then subdivided into 55,000 Common Shares without par value ranking on a parity with the 215,000 Common Shares without par value heretofore constituted; and the authorized capital of the Company was increased by the creation of an additional 130,000 Common Shares without par value ranking on a parity with the aforesaid 270,000 Common Shares without par value so that after such Supplementary Letters Patent were issued the authorized capital of the Company consisted of 167,000 60¢ Cumulative Convertible Non-Callable Preference Shares without par value and 400,000 Common Shares without par value provided that the Common Shares without nominal or par value were not to be issued for a consideration exceeding in amount or value the sum of \$400,000, of which the said 167,000 Preference Shares and 200,000 Common Shares are issued and outstanding as fully paid and non-assessable.

4.

## NO PERSONAL LIABILITY—OPINION OF COUNSEL

In the opinion of Messrs. White, Bristol, Beck & Phipps, Counsel for the Company, the Company is a valid and subsisting Corporation under the laws of the Province of Ontario and all of the issued and outstanding shares of each Class in the capital stock of the Company are fully paid and non-assessable and no personal liability attaches to the ownership thereof.

5.

## SHARES ISSUED SINCE 1951

Nil.

6.

## STOCK PROVISIONS AND VOTING POWERS

Reference is made to Paragraph (h) on page 8 of the Prospectus filed herewith.

7.

## DIVIDEND RECORD

During the nine years and seven months period ended October 31, 1959 dividends aggregating \$311,200 were paid by the Company on 60,000 issued and outstanding Common Shares as follows:

| FISCAL<br>YEAR | PAYMENT<br>DATE    | RATE PER<br>SHARE | AMOUNT OF<br>DIVIDEND |                   |
|----------------|--------------------|-------------------|-----------------------|-------------------|
| 1956           | December 1, 1955   | \$ .02            | \$ 1,200.             |                   |
|                | March 19, 1956     | .50               | 30,000.               |                   |
|                | October 25, 1956   | .50               | 30,000.               | \$ 61,200.        |
| 1957           | April 10, 1957     | .50               | \$30,000.             | 30,000.           |
| 1958           | November 18, 1957  | .83⅓              | \$50,000.             |                   |
|                | September 30, 1958 | .83⅓              | 50,000.               | 100,000.          |
| 1959           | April 7, 1959      | 1.00              | \$60,000.             |                   |
|                | October 23, 1959   | 1.00              | 60,000.               | 120,000.          |
|                |                    |                   |                       | <u>\$311,200.</u> |

8.

## RECORD OF PROPERTIES

The Company operates twelve modern terminals, eight of which are owned by the Company and located at 101 Union Street, Toronto, Ontario, 165 Superior Street, Hamilton, Ontario, Petrie and Smith Streets, St. Catharines, Ontario, 953 Henry Sturm Boulevard, Kitchener, Ontario, Wellington Street South, Woodstock, Ontario, Industrial Street, London, Ontario, Leeson Street, Chatham, Ontario, and Eugenie Street and Howard Avenue, Windsor, Ontario. In addition, leased terminals are operated at 3880 West Jefferson Street, Detroit, Michigan, Indian Road, Sarnia, Ontario, Consul Road, Brantford, Ontario and 9 Gowan Street, Barrie, Ontario. With the exception of the terminals at Woodstock, Ontario and Barrie, Ontario all terminals have been built in recent years to Company specifications. Plans and tentative financing arrangements have been completed to replace the facilities at Woodstock, Ontario with a new head office, garage and terminal to be located on Highway 401 to the south of the said City.



9. SUBSIDIARY COMPANIES

The Company has no subsidiaries or controlled corporations.

10. FUNDED OR LONG TERM DEBT

The aggregate amount of the funded or long term debt of the Company as of the date hereof consisting of land mortgages payable, full particulars of which are set out above, is the sum of \$231,524.62 which includes \$230,997.56 principal and \$527.06 accrued interest.

11. OPTIONS, UNDERWRITINGS, ETC.

The Company has granted options as set out in Paragraph (k) on page 10 of the Prospectus.

12. LISTING ON OTHER STOCK EXCHANGES

No Application has been made or is being made at this time by the Company for the listing of any shares other than that covered by this Application.

13. STATUS UNDER SECURITIES ACTS

The Company filed with the Ontario Securities Commission a Prospectus dated January 7, 1960 relating to 167,000 60¢ Cumulative Convertible Non-Callable Preference Shares without par value and 33,400 Common Shares without par value of the Company. By letter dated January 8, 1960 receipt thereof was acknowledged by the Ontario Securities Commission.

14. FISCAL YEAR

The fiscal year of the Company ends on the 31st day of October.

15. ANNUAL MEETING

The By-Laws of the Company provide that the Annual Meeting shall be held at the Head Office of the Company on the second Thursday in June or at such other time and place as the Directors may decide; but so that no more than fifteen months shall be allowed to elapse between any two Annual Meetings. The last Annual Meeting was held on the 29th day of December, 1959.

16. HEAD OFFICE OF THE COMPANY

The Head Office of the Company is on Wellington Street South, Woodstock, Ontario. Other offices are located at 101 Union Street, Toronto, Ontario, Consul Road, Brantford, Ontario, Leeson Street, Chatham, Ontario, 3880 West Jefferson Street, Detroit, Michigan, 165 Superior Street, Hamilton, Ontario, 953 Henry Sturm Boulevard, Kitchener, Ontario, Industrial Street, London, Ontario, Petrie and Smith Streets, St. Catharines, Ontario, Indian Road, Sarnia, Ontario and Eugenie Street and Howard Avenue, Windsor, Ontario.

17. TRANSFER AGENT AND REGISTRAR

The Royal Trust Company at its offices in the Cities of Toronto, Montreal and Halifax is the Transfer Agent and Registrar of the 60¢ Cumulative Convertible Non-Callable Preference Shares and Common Shares of the Company.

18. TRANSFER FEE

No fee is charged on stock transfers other than government stock transfer taxes where applicable.

19. AUDITORS

The auditors of the Company are Messrs. Strickland, Gower & Hogg, Chartered Accountants, 80 Richmond Street West, Toronto 1, Ontario.

OFFICERS

| 20. NAME            | OFFICE                           | ADDRESS  |
|---------------------|----------------------------------|--|
| Percy Grant         | Chairman of the Board            | 52 Castle Frank Crescent,<br>Toronto, Ontario. |
| Robert Dunham Grant | President and<br>General Manager | 26 Douglas Drive,<br>Toronto, Ontario.         |
| William Andrew Reid | Secretary-Treasurer              | 76 Altadore Crescent,<br>Woodstock, Ontario.   |

21. DIRECTORS

| NAME                       | OFFICE            | ADDRESS  |
|----------------------------|-------------------|--|
| William Edward Norris Bell | Executive         | 130 Inglewood Drive,<br>Toronto, Ontario.      |
| Percy Grant                | Executive         | 52 Castle Frank Crescent,<br>Toronto, Ontario. |
| Robert Dunham Grant        | Executive         | 26 Douglas Drive,<br>Toronto, Ontario.         |
| Francis Dwyer Lace         | Investment Dealer | 15 Hillholm Road,<br>Toronto, Ontario.         |
| William Andrew Reid        | Accountant        | 76 Altadore Crescent,<br>Woodstock, Ontario.   |
| Stephen John Suske         | Assistant Manager | 150 Fairview Crescent,<br>Woodstock, Ontario.  |
| Ian Scott Waldie           | Executive         | 66 Delisle Avenue,<br>Toronto, Ontario.        |

# CERTIFICATE

Pursuant to a resolution duly passed by its Board of Directors the Applicant Company hereby applies for listing of the above-mentioned securities on the Toronto Stock Exchange and the undersigned Officers thereof hereby certify that the statements and representations made in this Application and in the documents submitted in support thereof are true and correct.



THE OVERLAND EXPRESS LIMITED

"R. D. GRANT", President.

"IAN S. WALDIE", Director.

## STATEMENT SHOWING NUMBER OF SHAREHOLDERS

Distribution of 60¢ Cumulative Convertible Non-Callable Preference Shares as of March 11th, 1960

| Number           | Shares                        |
|------------------|-------------------------------|
| 531 Holders of   | 1— 100 share lots..... 31,255 |
| 68 " "           | 101— 200 " " ..... 12,435     |
| 27 " "           | 201— 300 " " ..... 7,355      |
| 2 " "            | 301— 400 " " ..... 780        |
| 20 " "           | 401— 500 " " ..... 9,940      |
| 18 " "           | 501—1000 " " ..... 15,265     |
| 13 " "           | 1001—up " " ..... 89,970      |
| 679 Stockholders | Total shares.....167,000      |

## Distribution of Common Shares as of March 11th, 1960

| Number           | Shares                        |
|------------------|-------------------------------|
| 639 Holders of   | 1— 100 share lots..... 12,189 |
| 15 " "           | 101— 200 " " ..... 2,474      |
| 1 " "            | 201— 300 " " ..... 300        |
| 3 " "            | 301— 400 " " ..... 1,167      |
| Nil " "          | 401— 500 " " ..... Nil        |
| 4 " "            | 501—1000 " " ..... 3,282      |
| 17 " "           | 1001—up " " ..... 180,588     |
| 679 Stockholders | Total shares.....200,000      |



*This prospectus is not, and under no circumstances is to be construed as, an offering of any of the preference shares or common shares referred to herein for sale in the United States of America or in the territories or possessions thereof.*

## Outstanding Issues

# THE OVERLAND EXPRESS LIMITED

(incorporated under the laws of the Province of Ontario)

**167,000**

**60¢ Cumulative Convertible Non-Callable Preference Shares**  
(without par value)

**33,400**

**Common Shares**  
(without par value)

The 60¢ Cumulative Convertible Non-Callable Preference Shares (hereinafter sometimes called the "preference shares") are fully paid and non-assessable; entitled to fixed cumulative preferential cash dividends (accruing from February 15, 1960) as and when declared by the Board of Directors at the rate of sixty cents (60¢) per share per annum payable quarterly on the last days of January, April, July and October in each year at any branch in Canada of the Company's bankers. The preferences, rights, conditions, restrictions, limitations and prohibitions attaching to the preference shares are set out in paragraph (h) of the Statutory Information of this prospectus.

### **Conversion Privilege**

The preference shares are convertible at the option of the holders, at any time, share for share into common shares of the capital of the Company. The conversion right is protected by the provisions attaching to the preference shares which provide for the adjustment of the conversion right in certain events including any sub-division or consolidation of common shares and the payment of any stock dividends on common shares. After the conversion of at least 90% in number of the preference shares, the Company may at its option convert the remaining preference shares into common shares, share for share.

### **Transfer Agent and Registrar:**

**The Royal Trust Company, Toronto, Montreal and Halifax.**

The offering of these preference shares and common shares (which are being purchased from a shareholder of the Company) does not represent new financing by the Company.

**These preference shares and common shares have been approved for listing on the Toronto Stock Exchange, subject to the filing of documents and evidence of satisfactory distribution.**

We as principals offer these 167,000 preference shares and 33,400 common shares subject to prior sale and change in price, if, as and when accepted by us and subject to the approval of all legal matters by Messrs. White, Bristol, Beck & Phipps, Toronto on behalf of the Company and the selling shareholder and by Messrs. Fasken, Robertson, Aitchison, Pickup & Calvin, Toronto on our behalf.

### **PRICE: \$11.00 per Unit**

**Each unit consists of one preference share at the price of \$9.60 to yield 6.25%  
and one-fifth of a common share at the price of \$7.00 per share.**

It is expected that share certificates in interim or definitive form will be available for delivery on or about February 15, 1960.



The following information has been supplied by Mr. Robert D. Grant, President and General Manager of the Company.

### **The Company**

The Overland Express Limited (hereinafter sometimes called the "Company") with head office at Woodstock, Ontario, was incorporated under the laws of the Province of Ontario on March 24, 1945 under the name of Schell Transport Limited for the purpose of acquiring the transport business which commenced operations in 1927 between Woodstock and Toronto under the name of Woodstock Transport Limited. On March 15, 1950 the name of the Company was changed to The Overland Express Limited. Since acquisition of control of the Company by the present management in 1951, net freight revenue of the Company has more than doubled and net profits have increased over 420%.

At present all of the shares of the Company are owned by a holding company, G.W.A. Transport Limited, the vendor of the preference shares and common shares offered by this prospectus. It is intended to wind up the holding company and distribute its assets upon the sale of the shares offered by this prospectus.

The Company is a common carrier of general commodities by motor vehicle providing direct service to most of the important municipalities in South Western Ontario. The Company also provides service between its authorized points and virtually all other points in the United States and Canada by arrangements with other carriers.

The Company employs approximately 700 full time employees and has experienced co-operative labour-management relations.

### **Management**

The active direction of the Company's affairs is in the hands of the President and General Manager, Robert D. Grant, assisted by S. J. Suske, Assistant Manager, and William A. Reid, Secretary-Treasurer, both of whom are directors of the Company and employees of long standing.

The Chairman of the Board, Percy Grant, is one of the pioneers of the motor transport industry in Canada and has been engaged in the transportation industry for over sixty years, having served in the railway, steamship and trucking fields. He first entered the trucking business in 1912 when he founded The Grant Cartage and Forwarding Company in Hamilton, Ontario.

His son, Robert D. Grant, is 44 years of age and has been engaged in the trucking business since 1935 with the exception of the war years. He is a substantial shareholder of the Company and will continue to serve the Company as President and General Manager. He has recently been re-elected for a second term as President of The Automotive Transport Association of Ontario, Inc. which represents approximately 1,400 trucking firms in Ontario.

### **Routes and Franchises**

The Company operates through the most highly industrialized area of its size in Canada and also has important United States franchises at border points. The routes over which the Company is permitted to operate are shown on the map on page 3 of this prospectus. The Company's system has been developed over a period of years through the acquisition of franchises which, although extremely valuable, are carried at the sum of \$1.00 on the Company's balance sheet.

Most of the Company's freight is carried under general commodity licences which permit the carriage of freight in any quantity between the points shown on the said map. In addition, the Company has licences which permit the carriage of one person's goods on one continuous trip between 12 points in the system and any points in Ontario, with minor restrictions.

### **Method of Operation**

During the business day, Company trucks call at customers plants picking up shipments varying from one carton to full loads. These are assembled at Company terminals into loads consigned as far as possible to a single terminal. At this point a central dispatch system at London, Ontario, is advised through the Company's teletype system of all semi-trailers available for movement and tractors and drivers available to move them. During the night "central dispatch" is responsible for moving all equipment as economically as possible to its destination terminal where it arrives before dawn. Small shipments are then loaded on city trucks for delivery and bigger shipments are delivered direct from semi-trailers.

The movements of highway tractors are carefully supervised and each unit is equipped with a tachograph. This is a clock which records on a card the speed of the unit at all times and the length of stops. Any card showing speeds in excess of the legal limit results in the disciplining of the driver concerned.

In addition to freight moving within Ontario, the Company derives approximately 30% of its revenue from traffic originating in the United States. This freight must be cleared through customs while in the Company's hands. This is accomplished either at the border points of Windsor, Port Huron, Niagara Falls and Fort Erie, or at inland sufferance warehouses situated at Toronto, Hamilton, St. Catharines, Welland, Brantford, Kitchener, Woodstock, Paris, Simcoe, London, St. Thomas and Chatham. The customs sufferance warehouse at Kitchener is owned and operated by the Company.

In Toronto, the Company's city pick-up fleet is radio controlled being the first major for-hire transport Company in Ontario to make use of this modern equipment.

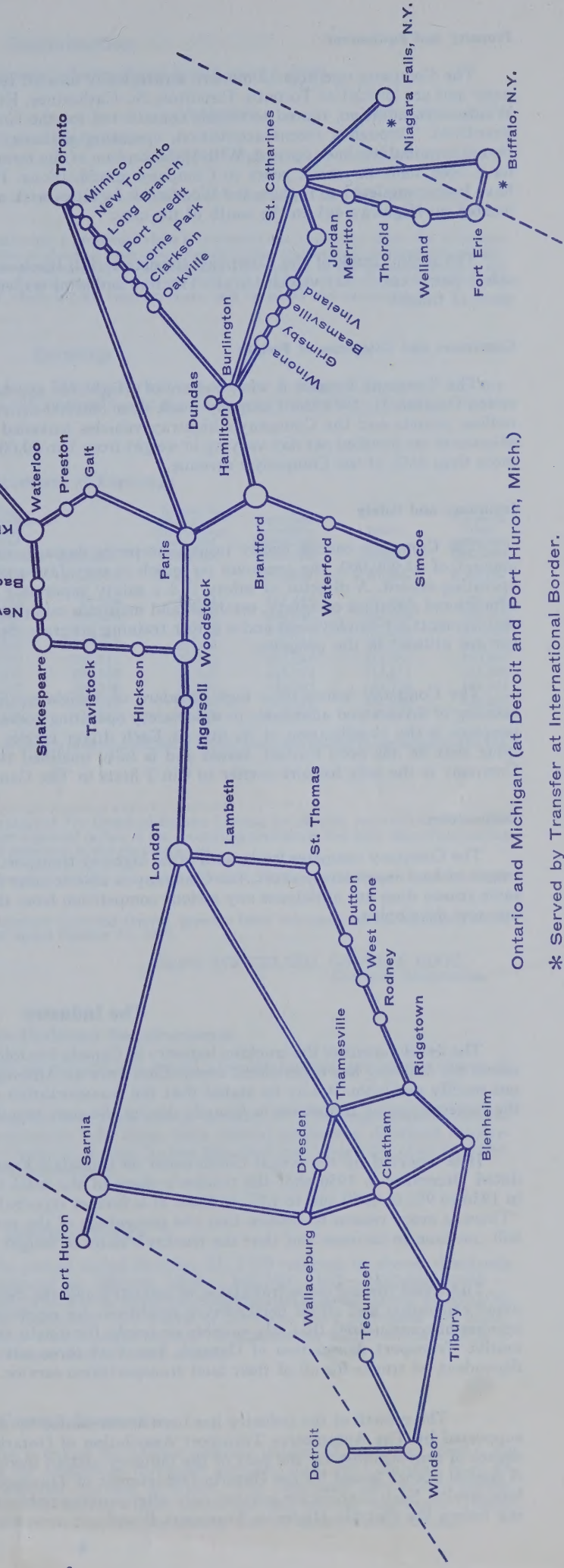


# ROUTE MAP



## the VERLAND EXPRESS Limited

HEAD OFFICE  
WOODSTOCK  
ONTARIO



Ontario and Michigan (at Detroit and Port Huron, Mich.)

\* Served by Transfer at International Border.



## **Property and Equipment**

The Company operates 12 modern strategically located terminals, 8 of which are owned by the Company and are located at Toronto, Hamilton, St. Catharines, Kitchener, Woodstock, London, Chatham and Windsor. In addition, rented terminals constructed for the Company are operated at Detroit, Sarnia and Brantford. Through a recent acquisition, operating authority was extended to the Barrie area where a rented terminal has been opened. With the exception of the terminals at Woodstock and Barrie, all terminals have been built in recent years to Company specifications. Plans and tentative financing arrangements have been completed to replace the Woodstock facilities with a new head office, garage and terminal to be located on Highway 401 to the south of the city.

The rolling stock of the Company consists of 170 tractors, 260 semi-trailers, 90 stake trucks and one safety patrol car — 521 vehicles in all. Tractors and semi-trailers operate as one unit for the highway movement of freight.

## **Customers and Categories of Freight**

The Company handles a wide variety of freight for approximately 8,000 customers. In its fiscal year ended October 31, 1959 the Company made over 500,000 deliveries of freight aggregating in excess of 700 million pounds and the Company's highway vehicles travelled over 6 million miles. Approximately 2,200 shipments are handled per day varying in weight from 1 to 50,000 pounds. No one industry provides directly more than 10% of the Company's revenue.

## **Insurance and Safety**

The Company carries bodily injury, property damage, cargo and general liability insurance in the amount of \$2,000,000, the premium on which is very favourable as a result of the Company's long safe operating record. A director of safety and a safety supervisor are employed whose duties are to conduct educational meetings on safety, establish and maintain minimum operational standards, minimum physical requirements for employment and a driver training program. Special driver testing equipment and a patrol car are utilized in the program.

The Company insists on a high standard of vehicle quality and maintenance, careful selection and training of drivers and adherence to rigid safety operating codes. A unique feature of the Company's safety program is the classification of its drivers. Each driver carries a Company "Operator's Certificate" certifying that he has been trained, tested and is fully qualified to operate the vehicle assigned to him. The Company is the only for-hire carrier to win 2 firsts in The Canadian National Truck Roadeo in one year.

## **Competition**

The Company competes freely with other highway transport companies and the railways. As the average length of haul is relatively short, the Company is able to offer faster service than the railways and for the same reason does not anticipate any serious competition from the "piggy-back" service which the railways are now developing.

## **The Industry**

The development of the trucking industry in Canada has followed very closely that of the United States, where the industry has experienced tremendous growth. Although statistics for the industry in Canada are not readily available, it may be stated that the transportation of freight by motor carrier has been one of the fastest growing industries in Canada during the past two decades.

It is reported by the Royal Commission on Canada's Economic Prospects in its Preliminary Report dated December 3, 1956 that the trucker's share of the total transportation business increased from 1% in 1936 to 9% in 1949 and to 13% in 1956. It is further reported at page 77 of the Preliminary Report that "There is every reason to believe that the percentage of the total freight traffic which is carried by truck will continue to increase and that the trucker's share of freight revenues will rise at an even faster pace."

The trend toward decentralization of industry and the development of suburban industrial areas to avoid congestion and afford better living conditions for employees has resulted in the existence of a large number of communities that rely entirely on trucks for freight transportation. It is estimated by The Automotive Transport Association of Ontario, Inc. that three out of every five communities in Ontario are dependent on trucks for all of their land transportation service.

The growth of the industry has been accompanied by constructive government regulation actively supported by The Automotive Transport Association of Ontario, Inc., which has promoted an increasing degree of responsibility on the part of the industry and an increasing measure of protection for the public. A special licence issued by the Ontario Department of Transport is required to operate an interurban for-hire service. Such licences are granted only after proving public necessity and convenience at a public hearing before the Ontario Highway Transport Board.



## Capitalization

(After giving effect to Supplementary Letters Patent dated January 5, 1960)

|  | Authorized      | Outstanding    |
|--|-----------------|----------------|
| 60¢ Cumulative Convertible Non-Callable Preference Shares without par value..... | 167,000* shares | 167,000 shares |
| Common shares without par value.....   | 400,000* shares | 200,000 shares |

\*The Corporations Act, 1953 (Ontario) provides that when a preference share is converted into a common share, the preference share thereupon becomes a common share and the number of shares of each class affected by the conversion is changed accordingly. In the event of the exercise of the options referred to in paragraph (k) of the Statutory Information of this prospectus and in the event of the conversion of all the preference shares into common shares, then the authorized capital of the Company will consist solely of 567,000 common shares without par value, of which 392,000 common shares will be issued and outstanding.

## Earnings

The following report has been received from Messrs. Strickland, Gower & Hogg, Chartered Accountants, auditors of the Company, with respect to the earnings of the Company for the nine years and seven months' period ended October 31, 1959.

### Statement of Earnings

| Year ended           | Net freight revenue | Profit from operations before depreciation, interest and taxes on income | Depreciation | Interest on bank loans and advances, notes and mortgages | Profit from operations before taxes on income | Taxes on income | Net profit from operations (See Note) |
|----------------------|---------------------|--|--------------|--|---|-----------------|---------------------------------------|
| March 31, 1951.....  | \$2,309,891         | \$ 312,314   | \$160,544    | \$ 40,921  | \$110,849                                     | \$ 47,664       | \$ 63,185                             |
| October 31:          |                     |  |              |  |   |                 |                                       |
| 1951 (7 months)..... | 1,507,348           | 283,244  | 91,120       | 30,471   | 161,653                                       | 84,462          | 77,191                                |
| 1952.....            | 2,817,993           | 605,507  | 207,425      | 37,236   | 360,846                                       | 184,328         | 176,518                               |
| 1953.....            | 2,963,858           | 656,999  | 220,118      | 30,310   | 406,571                                       | 197,164         | 209,407                               |
| 1954.....            | 3,239,833           | 611,889  | 225,525      | 21,086   | 365,278                                       | 174,050         | 191,228                               |
| 1955.....            | 3,754,558           | 703,801  | 240,911      | 20,195   | 442,695                                       | 211,887         | 230,808                               |
| 1956.....            | 4,452,805           | 800,037  | 294,288      | 24,737   | 481,012                                       | 215,411         | 265,601                               |
| 1957.....            | 4,437,356           | 668,213  | 296,256      | 25,055   | 346,902                                       | 165,228         | 181,674                               |
| 1958.....            | 4,304,324           | 624,642  | 293,592      | 24,888   | 306,162                                       | 147,800         | 158,362                               |
| 1959.....            | 5,436,403           | 1,021,856  | 328,772      | 23,693   | 669,391                                       | 340,510         | 328,881                               |

NOTE: The above statement of earnings does not include certain profits on disposals of fixed assets amounting in aggregate to \$53,155.

To the Directors,  
The Overland Express Limited.

We have examined the foregoing statement of earnings of The Overland Express Limited for the nine years and seven months' period ended October 31, 1959. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

We have reviewed and accepted the statement of earnings for the year ended March 31, 1951 as reported upon by the previous auditors of the Company.

In our opinion, the above statement with the footnote appended thereto, presents fairly the results of the operations of the Company for the nine years and seven months' period ended October 31, 1959.

Toronto, Ontario.  
December 24, 1959.

(Signed) STRICKLAND, GOWER & HOGG,  
Chartered Accountants.

## Preference Dividend Requirements

Maximum annual dividend requirements on the 167,000 issued and outstanding preference shares of the Company amount to \$100,200.

The total earnings of the Company during the five years ended October 31, 1959 aggregate \$1,165,326 or an average of \$233,065 per year. This represents 2.33 times such annual preference dividend requirements or, on the basis of the earnings of the Company during its last financial year ended October 31, 1959, 3.28 times such annual preference dividend requirements.

## Dividend Policy

During the nine years and seven months period ended October 31, 1959 referred to above, dividends aggregating \$311,200 were paid by the Company as follows: 1956 — \$61,200; 1957 — \$30,000; 1958 — \$100,000; and 1959 — \$120,000. In such period, profits after taxes have aggregated approximately \$1,880,000, over 80% of which has been retained by the Company. The board of directors have expressed the intention of adopting a more liberal dividend policy which under normal circumstances would allocate 40% to 60% of net profits for dividends on the preference and common shares.

## Growth Prospects

The area in which the Company operates is one of the fastest growing industrial areas in Canada. As this area develops, so will the requirements for additional transport services, and the Company is in an excellent position to participate in the anticipated increase in traffic. The Company also enjoys border crossing facilities which enable it to connect with United States motor carriers serving important United States industrial areas permitting it to benefit from the ever increasing flow of international trade.



**THE OVERLAND EXPRESS LIMITED**  
**BALANCE SHEET AND PRO FORMA BALANCE SHEET**  
**as at October 31, 1959**

After giving effect in the pro forma balance sheet to:

1. The issue to the Company of Supplementary Letters Patent changing the authorized share capital of the Company to 167,000 60¢ cumulative convertible non-callable preference shares without par value and 400,000 common shares without par value of which 167,000 preference shares and 200,000 common shares will be issued and outstanding.
2. The payment of the costs of obtaining the Supplementary Letters Patent and other expenses of reorganization, estimated at \$10,000, out of the general funds of the Company.

**Assets**

|  | Balance<br>Sheet   | Pro Forma<br>Balance<br>Sheet |
|--|--------------------|-------------------------------|
| <b>CURRENT ASSETS:</b>   |                    |                               |
| Cash.....  | \$ 1,110           | \$ 1,110                      |
| Accounts receivable (after \$7,761 allowance for doubtful accounts)..... | 1,077,566          | 1,077,566                     |
| Portion of mortgage receivable due within one year.....                  | 3,500              | 3,500                         |
| Prepaid items:   |                    |                               |
| Inventories of supplies, at cost.....                                    | 37,169             | 37,169                        |
| Insurance premiums.....  | 18,853             | 18,853                        |
| Vehicle licences.....  | 33,246             | 33,246                        |
| Miscellaneous.....   | 14,920             | 14,920                        |
|  | <u>1,186,364</u>   | <u>1,186,364</u>              |
| 6% mortgage receivable (less portion due within one year).....           | 7,500              | 7,500                         |
| <b>FIXED ASSETS:</b>   |                    |                               |
| Land and buildings, at cost.....   | 968,507            | 968,507                       |
| Trucks, trailers, etc., at cost.....                                     | 2,411,587          | 2,411,587                     |
| Furniture and equipment, at cost.....                                    | 195,899            | 195,899                       |
|  | <u>3,575,993</u>   | <u>3,575,993</u>              |
| LESS: Accumulated depreciation.....                                      | 2,181,956          | 2,181,956                     |
|  | <u>1,394,037</u>   | <u>1,394,037</u>              |
| <b>OTHER ASSETS:</b>   |                    |                               |
| Supplementary Letters Patent and other expenses of reorganization.....   | —                  | 10,000                        |
| Franchises, at nominal value.....  | 1                  | 1                             |
|  | <u>1</u>           | <u>10,001</u>                 |
|  | <u>\$2,587,902</u> | <u>\$2,597,902</u>            |

**Liabilities**

|  |                    |                    |
|--|--------------------|--------------------|
| <b>CURRENT LIABILITIES:</b>  |                    |                    |
| Bank advances — secured.....   | \$ 289,922         | \$ 299,922         |
| Accounts payable and accrued charges.....  | 384,530            | 384,530            |
| Provision for taxes on income — less payments.....   | 160,961            | 160,961            |
| Portion of mortgages payable due within one year.....  | 15,861             | 15,861             |
|  | <u>851,274</u>     | <u>861,274</u>     |
| <b>DEFERRED LIABILITIES (See Note 1):</b>  |                    |                    |
| Notes payable (including \$28,500 owing to a director).....                                      | 38,500             | 38,500             |
| Mortgages payable (less portion due within one year).....  | 220,119            | 220,119            |
|  | <u>258,619</u>     | <u>258,619</u>     |
| <b>SHAREHOLDERS' EQUITY:</b>   |                    |                    |
| Capital Stock:   |                    |                    |
| Authorized — 550 Cumulative redeemable 5% preference shares of \$100 each redeemable at par..... | <u>\$55,000</u>    |                    |
| Issued — 75,000 Common shares without nominal or par value.                                      |                    |                    |
| 60,000 Common shares.....  | 60,000             |                    |
| Pro Forma Capital Stock (See Note 2):  |                    |                    |
| Authorized — 167,000 60¢ cumulative convertible non-callable preference shares without par value |                    |                    |
| 400,000 Common shares without par value  |                    |                    |
| Issued — 167,000 Preference shares and   |                    |                    |
| 200,000 Common shares.....   |                    | 60,000             |
| Earned Surplus.....  | 1,418,009          | 1,418,009          |
|  | <u>1,478,009</u>   | <u>1,478,009</u>   |
|  | <u>\$2,587,902</u> | <u>\$2,597,902</u> |

Approved by the Board of Directors:

(Signed) R. D. GRANT, Director.

(Signed) W. E. N. BELL, Director

The accompanying notes to the above balance sheet and pro forma balance sheet are an integral part thereof as they apply.



# THE OVERLAND EXPRESS LIMITED

## NOTES TO BALANCE SHEET AND PRO FORMA BALANCE SHEET

as at OCTOBER 31, 1959

1. The notes payable consist of two notes, carrying interest at 7% and 8%, payable on demand at any time after October 31, 1960.  
The amount of mortgages payable, shown under Deferred Liabilities, includes \$89,030 pertaining to two mortgages, carrying interest at 6% per annum, which mature on February 15, 1960 and March 15, 1960. Arrangements have been made subsequent to October 31, 1959 so that no portion of this amount will mature within one year from October 31, 1959. After giving effect to these arrangements the portions of the mortgages payable included in Deferred Liabilities bear interest at 7% and 7½% and mature as to \$15,000 on March 15, 1963 and as to the balance of \$205,119 on March 11, 1978 and February 15, 1980. With the exception of \$15,000 payable on March 15, 1963 the mortgages are repayable in equal monthly instalments covering interest and principal.
2. Subject to the issuance to the Company of Supplementary Letters Patent so that the authorized capital of the Company will conform with that shown on the Pro Forma Balance Sheet and to the listing of the preference and common shares on the Toronto Stock Exchange, the directors of the Company, at a meeting held on December 4, 1959, approved the granting of options on 25,000 common shares in the Company to certain directors and employees at \$6.50 per share exercisable as to 20% thereof in each of the calendar years 1960 to 1964.
3. The Company has guaranteed the bank loan of an interline carrier up to a maximum of \$35,000. At October 31, 1959 the balance of this loan amounted to \$30,000.
4. The Company has guaranteed bank advances to G.W.A. Transport Limited, its parent company, up to a maximum of \$100,000. The advances to G.W.A. Transport Limited at October 31, 1959 amounted to \$64,500. The purpose of this guarantee is to finance the construction of a terminal in Buffalo.
5. The Company has given a second mortgage for \$10,320 on its terminal at Windsor as collateral security for the faithful performance of a fifteen year lease dated March 12, 1954 of a terminal at Detroit.

### Auditors' Report

The Directors,  
THE OVERLAND EXPRESS LIMITED.

We have examined the balance sheet and pro forma balance sheet of The Overland Express Limited as at October 31, 1959. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the attached balance sheet presents fairly the financial position of the company at October 31, 1959 and the attached pro forma balance sheet presents fairly the financial position of the company at October 31, 1959 after giving effect as of that date to the changes set out in the heading thereof.

Toronto, Ontario.  
December 24, 1959.

(Signed) STRICKLAND, GOWER & HOGG,  
Chartered Accountants.



## STATUTORY INFORMATION

(a) The full name of the Company is The Overland Express Limited (hereinafter sometimes called the "Company"). The address of the Company's head office is Wellington Street South, Woodstock, Ontario.

(b) The Company was incorporated as Schell Transport Limited under the laws of the Province of Ontario by Letters Patent dated March 24, 1945. On March 15, 1950 the name of the Company was changed to The Overland Express Limited. By Supplementary Letters Patent dated March 31, 1950 the authorized capital of the Company was increased. By further Supplementary Letters Patent dated January 5, 1960 the issued capital of the Company was sub-divided and reclassified and the authorized but unissued capital was sub-divided, reclassified and increased to that referred to in paragraphs (g) and (h) hereof.

(c) The general nature of the business actually transacted or to be transacted by the Company is the carriage of general commodities by motor vehicle.

(d) The names in full, present occupations and home addresses of the officers and directors of the Company are as follows:

### Officers

|                          |                                    |  |
|--------------------------|------------------------------------|--|
| PERCY GRANT.....         | Chairman of the Board.....         | 52 Castle Frank Crescent,<br>Toronto, Ontario. |
| ROBERT DUNHAM GRANT..... | President and General Manager..... | 26 Douglas Drive,<br>Toronto, Ontario.         |
| WILLIAM ANDREW REID..... | Secretary-Treasurer.....           | 76 Altadore Crescent,<br>Woodstock, Ontario.   |

### Directors

|                                 |                        |  |
|---------------------------------|------------------------|--|
| WILLIAM EDWARD NORRIS BELL..... | Executive.....         | 130 Inglewood Drive,<br>Toronto, Ontario.      |
| PERCY GRANT.....                | Executive.....         | 52 Castle Frank Crescent,<br>Toronto, Ontario. |
| ROBERT DUNHAM GRANT.....        | Executive.....         | 26 Douglas Drive,<br>Toronto, Ontario.         |
| FRANCIS DWYER LACE.....         | Investment Dealer..... | 15 Hillholm Road,<br>Toronto, Ontario.         |
| WILLIAM ANDREW REID.....        | Accountant.....        | 76 Altadore Crescent,<br>Woodstock, Ontario.   |
| STEPHEN JOHN SUSKE.....         | Assistant Manager..... | 150 Fairview Crescent,<br>Woodstock, Ontario.  |
| IAN SCOTT WALDIE.....           | Executive.....         | 66 Delisle Avenue,<br>Toronto, Ontario.        |

(e) The auditors of the Company are Messrs. Strickland, Gower & Hogg, Chartered Accountants, 80 Richmond Street West, Toronto 1, Ontario.

(f) The Royal Trust Company at its offices in the Cities of Toronto, Montreal and Halifax is the transfer agent and registrar of the 60¢ cumulative convertible non-callable preference shares and common shares of the Company.

(g) The authorized capital of the Company is 167,000 60¢ cumulative convertible non-callable preference shares without par value and 400,000 common shares without par value of which the said 167,000 preference shares and 200,000 common shares are issued and outstanding as fully paid and non-assessable.

(h) The preferences, rights, conditions, restrictions, limitations and prohibitions attached to the 60¢ cumulative convertible non-callable preference shares and common shares of the capital of the Company are as follows:

- (i) The holders of the preference shares shall be entitled to receive as and when declared by the Board of Directors of the Company out of the moneys of the Company properly applicable to the payment of dividends fixed, cumulative preferential cash dividends at the rate of Sixty Cents (60¢) per share per annum and no more payable in quarterly instalments on the last days of January, April, July and October in each year at par at any branch in Canada of the Company's bankers for the time being; such dividends shall accrue and be cumulative from February 15, 1960; if on any dividend payment date the Company shall not have paid the said dividends in full on all preference shares then issued and outstanding such dividends or the unpaid part thereof shall be paid on a subsequent date or dates in priority to dividends on the common shares and any shares of any other class ranking junior to the preference shares.
- (ii) The holders of the preference shares, in the event of the liquidation, dissolution or winding up of the Company, whether voluntary or otherwise, or upon the reduction or repayment of the capital of the Company or any other distribution of assets of the Company among its shareholders shall be entitled to receive out of the moneys of the Company properly applicable to the payment of dividends an amount equal to the unpaid cumulative preferential dividends thereon (which for such purpose shall be calculated as if such dividends were accruing from day to day for the period from the expiration of the last quarterly period for which dividends have been paid up to and including the date of distribution), and whether declared or not, and thereafter the holders of the preference shares and the holders of the common shares shall be entitled to participate equally share for share in all distributions of the assets of the Company including any such distributions upon the reduction or repayment of the capital of the Company.



- (iii) No dividends shall be declared or paid upon the common shares or upon any other class of shares ranking junior to the preference shares while any default exists in the payment of dividends on the preference shares.
- (iv) Any holder of preference shares may, without expense to him, at any time convert all or any of the preference shares held by him into fully paid common shares of the capital of the Company at the rate of one common share for each preference share in respect of which the conversion privilege is exercised.

The conversion privilege herein provided for may only be exercised by notice in writing given to the transfer agent of the Company for the preference shares accompanied by the certificate or certificates for preference shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the person registered on the books of the Company as the holder of the preference shares in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of preference shares which the holder desires to have converted; upon the said transfer agent receiving such notice the Company shall issue certificates for common shares at the rate herein prescribed and in accordance with the provisions hereof to the registered holder of the preference shares represented by the certificate or certificates accompanying such notice; if less than all the preference shares represented by any certificate are to be converted, the holder shall be entitled to receive without charge a new certificate for the preference shares representing the shares comprised in the original certificate which are not to be converted.

If at any time not less than ninety per cent (90%) in number of all the preference shares theretofore issued by the Company shall have been converted by the holders thereof into common shares as aforesaid, then the Company may, subject as hereinafter provided, at its option, by resolution of its Board of Directors, convert all of the preference shares then outstanding into common shares with effect as of the then next following quarterly dividend payment date, whereupon such preference shares shall at the close of business on such date be and become common shares of the capital stock of the Company, and all rights of the holders in respect of or appertaining to the preference shares previously held by them respectively shall be extinguished; provided that, on such quarterly dividend payment date, there shall be paid by the Company to the holders of preference shares whose shares are thus converted into common shares the full amount of all accrued and unpaid dividends thereon, including the quarterly instalment of dividend on such preference shares payable on such quarterly dividend payment date.

If the Company shall reclassify shares of the Company in respect of which the right of conversion is given to holders of preference shares in accordance herewith, the Company shall deliver at the time of the exercise thereafter of the right of conversion by the holder of any preference shares, share certificates representing such number of shares of the appropriate class resulting from such reclassification as the holder of the said preference shares would have received had such holder exercised such right of conversion immediately prior to the said re-classification.

If the Company shall sub-divide its common shares into a greater number of shares or shall issue in exchange for such common shares a greater number of common shares, then in such case from and after the effective date of such sub-division or exchange of the shares the conversion rate shall be increased in proportion to the increase in the number of outstanding common shares resulting from such sub-division or exchange; and if the Company shall reduce the number of common shares by combination or consolidation of shares or shall issue in exchange for its outstanding common shares a smaller number of common shares then in each such case from and after the effective date for such combination, consolidation or exchange of shares the conversion rate shall be decreased in proportion to the decrease in the number of the outstanding common shares resulting from such combination, consolidation or exchange of shares.

If the Company shall declare and pay a stock dividend upon the common shares or a dividend payable at the option of the respective holders either in common shares or cash, then in each such case from and after the payment date of such dividend the conversion rate shall be increased in proportion to the increase in the number of outstanding common shares resulting from such dividend.

Nothing herein contained shall affect or restrict the right of the Company to increase the number of its common shares without par value in accordance with the provisions of The Corporations Act, 1953 and to issue such shares from time to time.

- (v) Subject as hereinafter provided, the holders of the preference shares shall not be entitled to attend at any meeting of the shareholders of the Company, and the said holders of the preference shares shall not have any voting rights thereon or in respect thereof unless and until the Company from time to time shall make default in payment of eight (8) quarterly dividends on the preference shares, but in such event the holders of such preference shares shall be entitled to attend at all meetings of shareholders of the Company and to vote in respect thereof at such meetings of shareholders of the Company and shall have one vote for each preference share held; upon payment of all arrears of dividends on the preference shares, the holders thereof shall again have no voting rights; provided that the holders of the preference shares shall at all times be entitled to notice of and to attend and vote at any meeting of shareholders called for the purpose of authorizing the dissolution of the Company or the sale of its undertaking or a substantial part thereof, and shall have one vote for each preference share held; the holders of common shares shall be entitled to one vote for each common share held by them at all meetings of shareholders.
- (vi) No application for the issue of Supplementary Letters Patent to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the preference shares or to create preference shares ranking in priority to or on a parity with the said preference shares shall be made by the Company until such application has been authorized by at least two-thirds of the votes cast at a meeting of the holders of the preference shares duly called for that purpose, such authorization to be in addition to any other authorization required by law.
- (i) There are no bonds or debentures of the Company outstanding or proposed to be issued.



(j) The Company has no substantial indebtedness other than as shown on the Company's balance sheet and pro forma balance sheet dated as at October 31, 1959, nor is it intended to create or assume any indebtedness except in the ordinary course of business.

(k) On December 4, 1959 the Company granted to an officer and to six employees of the Company subject inter alia to the issue of the Supplementary Letters Patent dated January 5, 1960 referred to in paragraph (b) hereof and to the listing on the Toronto Stock Exchange of the preference shares and common shares of the Company, options to purchase an aggregate of 25,000 common shares of the Company at the price of \$6.50 per share, each option to become effective with respect to one-fifth of the shares covered thereby on January 1 in each of the years 1960 to 1964 both inclusive and upon becoming effective to continue in force until January 1, 1965. One of the options is to William A. Reid, Secretary-Treasurer and a director of the Company, and another of the options is to Stephen J. Suske, an employee and a director of the Company. No shares have been purchased under any of the options to date.

(l) The 167,000 60¢ cumulative convertible non-callable preference shares without par value and 33,400 common shares without par value offered by this prospectus are offered in units, each unit consisting of one 60¢ cumulative convertible non-callable preference share and one fifth of a common share at the price of \$11.00 per unit. There is no issue price by the Company as these shares are not being offered by the Company and their sale does not represent new financing by the Company. No securities have been issued by the Company within the two years preceding the date hereof.

(m) The preference shares and common shares offered by this prospectus are being sold to the underwriters referred to in paragraph (p) by G.W.A. Transport Limited and no part of the proceeds of such sale will accrue to the Company. The estimated net proceeds to be derived by such shareholder from the sale of the said shares on the basis of the same being fully taken up and paid for are \$1,700,000.

(n) As the preference shares and common shares offered by this prospectus are not being sold by or for the Company, no funds will be raised for the Company's purposes through the sale thereof. There is no provision for the holding in trust of the proceeds of the said sale pending or subject to the fulfilment of any conditions.

(o) The preference shares and common shares offered by this prospectus, having been previously allotted and issued by the Company as fully paid, are not now being sold by the Company and no sum will be raised or is required to be raised for the purposes of the Company through the sale thereof.

(p) By agreement dated December 23, 1959 G.W.A. Transport Limited agreed to sell and Matthews & Company Limited agreed to purchase 167,000 60¢ cumulative convertible non-callable preference shares and 41,000 common shares of the Company, all subject to the terms and conditions stated in the said agreement. All of the said preference shares and 33,400 common shares of the said 41,000 common shares are offered by this prospectus. It is anticipated that the remaining 7,600 common shares purchased by Matthews & Company Limited under the said agreement will be sold in the open market, but only after the preference shares and common shares of the Company have been listed on the Toronto Stock Exchange.

(q) The by-laws of the Company contain the following provisions with respect to the remuneration of the directors:

"The remuneration to be paid the directors shall be such as the board shall from time to time determine and such remuneration shall be in addition to the salary paid to any officer of the Company who is also a member of the Board of Directors.

"If any of the directors shall be called upon to perform extra services, or to make any special exertions in going or residing abroad, or to undertake any special obligation, or otherwise for any of the purposes of the Company, the Company shall remunerate the director or directors so doing, either by a fixed sum of money or by a percentage of profits or otherwise as may be determined and the said remuneration may be either in addition to or in substitution for his fee as an ordinary director, and the confirmation of any resolution of the directors as to such remuneration shall not be required to be approved by the shareholders.

"The directors shall in addition to their remuneration as aforesaid be repaid all travelling and hotel expenses incurred by them respectively on behalf of the Company, including their expenses travelling to and from board meetings."

(r) No remuneration was paid by the Company during its last financial year ended October 31, 1959 and none is estimated to be paid or payable during its current financial year to directors of the Company as such. The aggregate remuneration paid by the Company during its last financial year to its officers as such who individually received remuneration in excess of \$10,000 was \$44,032.49 and the aggregate estimated amount to be paid or payable to such officers during its current financial year is \$50,000.

(s) No amount has been paid within the two years preceding the date hereof or is now payable as a commission by the Company for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or obligations of the Company.

(t) The Company has been carrying on business for more than one year.

(u) No property has been purchased or acquired by the Company or is proposed to be purchased or acquired, the purchase price of which is to be defrayed in whole or in part out of the proceeds of the issue of the preference shares and common shares offered by this prospectus or has been paid within the two years preceding the date hereof or is to be paid in full or in part in securities of the Company, or the purchase or acquisition of which has not been completed at the date of this prospectus, other than transactions entered into in the ordinary course of operations on the general credit of the Company.

(v) The Company not having purchased any property in the manner referred to in paragraph (u), no names and addresses of vendors of any such property can be disclosed.

(w) No securities have been issued or agreed to be issued as fully or partly paid up otherwise than in cash within the two years preceding the date hereof.

(x) No obligations of the Company are offered for sale.



(y) No services have been rendered or are to be rendered to the Company which are to be paid for by the Company wholly or partly out of the proceeds of the preference shares and common shares offered by this prospectus or have been within the last two preceding years or are to be paid for by securities of the Company.

(z) No amount has been paid within the two years preceding the date hereof or is intended to be paid to any promoter.

(za) Apart from contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company the only material contract entered into by the Company within the two years preceding the date hereof is an agreement dated August 31, 1959 between the Company and G.W.A. Transport Limited under which the Company guaranteed bank advances up to a maximum of \$100,000 in connection with the construction of a terminal at Buffalo.

A copy of the said agreement and a copy of the agreement between G.W.A. Transport Limited and Matthews & Company Limited dated December 23, 1959 referred to in paragraph (p) hereof may be inspected at the offices of Messrs. White, Bristol, Beck & Phipps, 335 Bay Street, Toronto, during ordinary business hours during the period of primary distribution of the preference shares and common shares offered by this prospectus.

(zb) The Company has not acquired within the two years preceding the date hereof nor does it propose to acquire any property in which any director of the Company is interested.

(zc) The Company has carried on business for more than three years.

(zd) G.W.A. Transport Limited, c/o White, Bristol, Beck & Phipps, 335 Bay Street, Toronto, Ontario, by reason of beneficial ownership of common shares of the Company is in a position to elect or cause to be elected a majority of the directors of the Company. It is intended, however, to distribute the assets of the said company to its shareholders and to wind up the said company, after which there will be no persons or corporations who by reason of beneficial ownership of securities of the Company or by reason of an agreement in writing will be in a position or entitled to elect or cause to be elected a majority of the directors of the Company.

(ze) No shares of the capital stock of the Company are held in pool or escrow.

(zf) During the five fiscal years of the Company ended October 31, 1959, the Company paid dividends on its then outstanding 60,000 common shares without par value as follows:

1955 — Nil, 1956 — \$61,200, 1957 — \$30,000, 1958 — \$100,000, 1959 — \$120,000.

DATED this 7th day of January, 1960.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by section 39 of The Securities Act (Ontario), by section 13 of the Security Frauds Prevention Act (New Brunswick) and under the Quebec Securities Act, and there is no further material information applicable other than in the said financial statements or reports where required.

#### Directors

(Signed) R. D. GRANT

(Signed) IAN S. WALDIE

(Signed) F. D. LACE

(Signed) W. E. N. BELL

(Signed) WILLIAM ANDREW REID  
by his agent authorized in  
writing R. D. Grant

(Signed) STEPHEN JOHN SUSKE  
by his agent authorized in  
writing R. D. Grant

(Signed) PERCY GRANT  
by his agent authorized in  
writing R. D. Grant

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosures of all material facts in respect of the offering of securities referred to above as required by section 39 of The Securities Act (Ontario), by section 13 of the Security Frauds Prevention Act (New Brunswick) and under the Quebec Securities Act, and there is no further material information applicable other than in the financial statements or reports where required. In respect of matters which are not within our knowledge we have relied on the accuracy and adequacy of the foregoing.

#### Underwriters

Matthews & Company Limited

by (Signed) J. C. EDWARDS

The following are the names of all persons having more than a 5% interest in the capital of Matthews & Company Limited: P. W. Matthews, F. D. Lace, J. D. Gibson, J. C. Edwards and G. T. Heintzman.







# FINANCIAL STATEMENTS

## THE OVERLAND EXPRESS LIMITED BALANCE SHEET AND PRO FORMA BALANCE SHEET AS AT OCTOBER 31, 1959

After giving effect in the pro forma balance sheet to:

1. The issue to the Company of Supplementary Letters Patent changing the authorized share capital of the Company to 167,000 60¢ cumulative convertible non-callable preference shares without par value and 400,000 common shares without par value of which 167,000 preference shares and 200,000 common shares will be issued and outstanding.
2. The payment of the costs of obtaining the Supplementary Letters Patent and other expenses of reorganization, estimated at \$10,000, out of the general funds of the Company.

### ASSETS

|  | BALANCE<br>SHEET   | PRO FORMA<br>BALANCE<br>SHEET |
|--|--------------------|-------------------------------|
| <b>Current Assets</b>  |                    |                               |
| Cash.....  | \$ 1,110           | \$ 1,110                      |
| Accounts receivable (after \$7,761 allowance for doubtful accounts)..... | 1,077,566          | 1,077,566                     |
| Portion of mortgage receivable due within one year.....                  | 3,500              | 3,500                         |
| Prepaid items:   |                    |                               |
| Inventories of supplies, at cost.....                                    | 37,169             | 37,169                        |
| Insurance premiums.....  | 18,853             | 18,853                        |
| Vehicle licences.....  | 33,246             | 33,246                        |
| Miscellaneous.....   | 14,920             | 14,920                        |
|  | <u>1,186,364</u>   | <u>1,186,364</u>              |
| 6% mortgage receivable (less portion due within one year).....           | 7,500              | 7,500                         |
| <b>Fixed Assets</b>  |                    |                               |
| Land and buildings, at cost.....   | 968,507            | 968,507                       |
| Trucks, trailers, etc., at cost.....                                     | 2,411,587          | 2,411,587                     |
| Furniture and equipment, at cost.....                                    | 195,899            | 195,899                       |
|  | <u>3,575,993</u>   | <u>3,575,993</u>              |
| Less: Accumulated depreciation.....                                      | 2,181,956          | 2,181,956                     |
|  | <u>1,394,037</u>   | <u>1,394,037</u>              |
| <b>Other Assets</b>  |                    |                               |
| Supplementary Letters Patent and other expenses of reorganization.....   | —                  | 10,000                        |
| Franchises, at nominal value.....  | 1                  | 1                             |
|  | <u>1</u>           | <u>10,001</u>                 |
|  | <u>\$2,587,902</u> | <u>\$2,597,902</u>            |

### LIABILITIES

|  |                    |                    |
|--|--------------------|--------------------|
| <b>Current Liabilities</b>   |                    |                    |
| Bank advances—secured.....   | \$ 289,922         | \$ 299,922         |
| Accounts payable and accrued charges.....  | 384,530            | 384,530            |
| Provision for taxes on income—less payments.....                                       | 160,961            | 160,961            |
| Portion of mortgages payable due within one year.....                                  | 15,861             | 15,861             |
|  | <u>851,274</u>     | <u>861,274</u>     |
| <b>Deferred Liabilities (See Note 1.):</b>   |                    |                    |
| Notes payable (including \$28,500 owing to a director).....                            | 38,500             | 38,500             |
| Mortgages payable (less portion due within one year).....                              | 220,119            | 220,119            |
|  | <u>258,619</u>     | <u>258,619</u>     |
| <b>Shareholders' Equity</b>  |                    |                    |
| Capital Stock:   |                    |                    |
| Authorized:  |                    |                    |
| 550 Cumulative redeemable 5% preference shares of \$100 each<br>redeemable at par..... | <u>\$55,000</u>    |                    |
| 75,000 Common shares without nominal or par value                                      |                    |                    |
| Issued:  |                    |                    |
| 60,000 Common shares.....  | 60,000             |                    |
| Pro Forma Capital Stock (See Note 2.):   |                    |                    |
| Authorized:  |                    |                    |
| 167,000 60¢ cumulative convertible non-callable preference shares without par<br>value |                    |                    |
| 400,000 Common shares without par value  |                    |                    |
| Issued:  |                    |                    |
| 167,000 Preference shares and  |                    | 60,000             |
| 200,000 Common shares.....   |                    |                    |
| Earned Surplus.....  | 1,418,009          | 1,418,009          |
|  | <u>1,478,009</u>   | <u>1,478,009</u>   |
|  | <u>\$2,587,902</u> | <u>\$2,597,902</u> |

Approved by the Board of Directors:

“R. D. GRANT”, Director

“W. E. N. BELL”, Director

The accompanying notes to the above balance sheet and pro forma balance sheet are an integral part thereof as they apply.



**NOTES TO BALANCE SHEET AND PRO FORMA BALANCE SHEET  
AS AT OCTOBER 31, 1959**

**NOTES TO BALANCE SHEET AND PRO FORMA BALANCE SHEET**

1. The notes payable consist of two notes, carrying interest at 7% and 8%, payable on demand at any time after October 31, 1960.  
The amount of mortgages payable, shown under Deferred Liabilities, includes \$89,030 pertaining to two mortgages, carrying interest at 6% per annum, which mature on February 15, 1960 and March 15, 1960. Arrangements have been made subsequent to October 31, 1959 so that no portion of this amount will mature within one year from October 31, 1959. After giving effect to these arrangements the portions of the mortgages payable included in Deferred Liabilities bear interest at 7% and 7¼% and mature as to \$15,000 on March 15, 1963 and as to the balance of \$205,119 on March 11, 1978 and February 15, 1980. With the exception of \$15,000 payable on March 15, 1963 the mortgages are repayable in equal monthly instalments covering interest and principal.
2. Subject to the issuance to the Company of Supplementary Letters Patent so that the authorized capital of the Company will conform with that shown on the Pro Forma Balance Sheet and to the listing of the preference and common shares on the Toronto Stock Exchange, the directors of the Company, at a meeting held on December 4, 1959, approved the granting of options on 25,000 common shares in the Company to certain directors and employees at \$6.50 per share exercisable as to 20% thereof in each of the calendar years 1960 to 1964.
3. The Company has guaranteed the bank loan of an interline carrier up to a maximum of \$35,000. At October 31, 1959 the balance of this loan amounted to \$30,000.
4. The Company has guaranteed bank advances to G. W. A. Transport Limited, its parent company, up to a maximum of \$100,000. The advances to G. W. A. Transport Limited at October 31, 1959 amounted to \$64,500. The purpose of this guarantee is to finance the construction of a terminal in Buffalo.
5. The Company has given a second mortgage for \$10,320 on its terminal at Windsor as collateral security for the faithful performance of a fifteen year lease dated March 12, 1954 of a terminal at Detroit.

**AUDITORS' REPORT**

THE DIRECTORS,

THE OVERLAND EXPRESS LIMITED.

We have examined the balance sheet and pro forma balance sheet of The Overland Express Limited as at October 31, 1959. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the attached balance sheet presents fairly the financial position of the company at October 31, 1959 and the attached pro forma balance sheet presents fairly the financial position of the company at October 31, 1959 after giving effect as of that date to the changes set out in the heading thereof.

TORONTO, Ontario.

December 24, 1959.

"STRICKLAND, GOWER & HOGG",  
Chartered Accountants.



THE OVERLAND EXPRESS LIMITED

STATEMENT OF EARNINGS

FOR THE FIVE YEARS ENDED OCTOBER 31, 1959

|  | 1959        | 1958        | 1957        | 1956        | 1955        |
|--|-------------|-------------|-------------|-------------|-------------|
| Net freight revenue.....   | \$5,436,403 | \$4,304,324 | \$4,437,356 | \$4,452,805 | \$3,754,558 |
| Other revenue.....   | 90,511      | 55,726      | 64,568      | 29,757      | 20,318      |
| Gross revenue.....   | 5,526,914   | 4,360,050   | 4,501,924   | 4,482,562   | 3,774,876   |
| Operating and administrative expenses.....                                       | 4,505,058   | 3,735,408   | 3,833,711   | 3,682,525   | 3,071,075   |
| Profit from operations before depreciation, interest<br>and taxes on income..... | 1,021,856   | 624,642     | 668,213     | 800,037     | 703,801     |
| Depreciation.....  | 328,772     | 293,592     | 296,256     | 294,288     | 240,911     |
| Interest on bank loans and advances, notes and<br>mortgages.....                 | 23,693      | 24,888      | 25,055      | 24,737      | 20,195      |
|  | 352,465     | 318,480     | 321,311     | 319,025     | 261,106     |
| Profit from operations before taxes on income.....                               | 669,391     | 306,162     | 346,902     | 481,012     | 442,695     |
| Taxes on income.....   | 340,510     | 147,800     | 165,228     | 215,411     | 211,887     |
| Net profit from operations (See Note).....                                       | \$ 328,881  | \$ 158,362  | \$ 181,674  | \$ 265,601  | \$ 230,808  |

Note: The above statement of earnings does not include certain profits on disposals of fixed assets amounting in aggregate to \$2,280.

To THE DIRECTORS,  
THE OVERLAND EXPRESS LIMITED.

We have examined the foregoing statement of earnings of The Overland Express Limited for the five years ended October 31, 1959. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the above statement with the footnote appended thereto, presents fairly the results of the operations of the company for the five years ended October 31, 1959.

TORONTO, Ontario.

"STRICKLAND, GOWER & HOGG",  
Chartered Accountants.

December 24, 1959.



